

Kasowitz

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

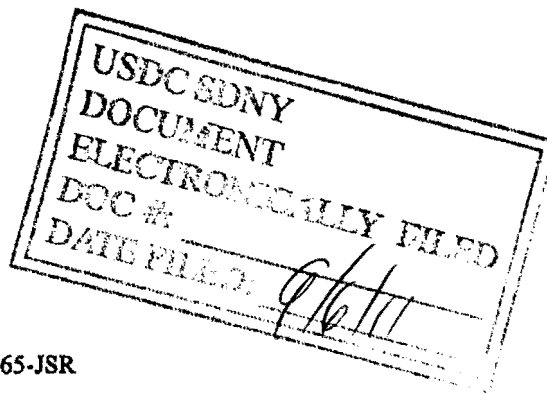
THE BANK OF NEW YORK MELLON,
as Trustee, and UNICREDIT BANK AG,

Plaintiffs,

v.

TEXTRON BUSINESS SERVICES, INC.,
BANK SECURITIES, INC.,

Defendant.



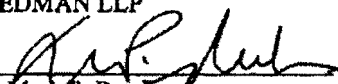
11-CIV-4865-JSR

**STIPULATION AND
ORDER FOR SUBSTITUTION
OF COUNSEL**

IT IS HEREBY STIPULATED AND ORDERED that plaintiff UniCredit Bank AG, New York Branch ("UniCredit") substitutes as its attorneys of record, KASOWITZ, BENSON, TORRES & FRIEDMAN LLP, 1633 Broadway, New York, New York 10019, in place and stead of SEWARD & KISSEL LLP, One Battery Park Plaza, New York, New York 10004.

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

By:

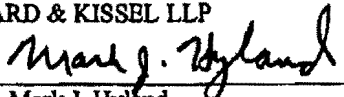

Mark P. Ressler
(mressler@kasowitz.com)
Trevor J. Welch
(twelch@kasowitz.com)

1633 Broadway
New York, New York 10019
Tel.: (212) 506-1700
Fax: (212) 506-1800

Incoming Attorneys for UniCredit

SEWARD & KISSEL LLP

By:


Mark J. Hyland
(hyland@sewkis.com)


One Battery Park Plaza
New York, New York 10004
Tel.: (212) 574-1541
Fax: (212) 480-8421

Outgoing Attorneys for UniCredit

AGREED AND CONSENTED TO:


UNICREDIT BANK AG, NEW YORK BRANCH

By:


LoriAnn Cumyn
Michael D. Novellino

150 East 42nd Street
New York, New York 10017
Tel: 212-672-5865
Fax: 212-672-5515

Date:


Jed S. Rakoff
U.S.D.J.

9-3-11

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
THE BANK OF NEW YORK MELLON, :
as Trustee, and UNICREDIT BANK AG, :

Plaintiffs, :

v. :

TEXTRON BUSINESS SERVICES, INC., :
BANK SECURITIES, INC., :

Defendant. :
-----X

11-CIV-4865-JSR

**DECLARATION OF TREVOR J.
WELCH IN SUPPORT OF
SUBSTITUTION OF COUNSEL**

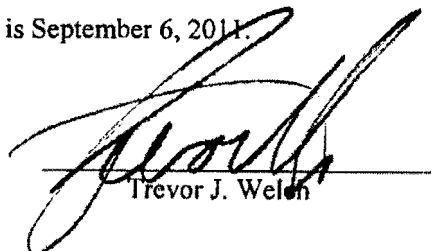
I, Trevor J. Welch, hereby declare under penalty of perjury as follows:

1. I am a member of the Bar of this Court and am a member of the law firm Kasowitz, Benson, Torres, & Friedman LLP ("Kasowitz Benson"). This affidavit is submitted, pursuant to Rule 1.4 of the Local Civil Rules of the Southern and Eastern Districts of New York, in support of the foregoing stipulation and order substituting Kasowitz Benson as counsel of record for plaintiff UniCredit Bank AG, New York Branch ("UniCredit") in place and stead of Seward & Kissel LLP.

2. Substitution of counsel is appropriate because UniCredit has requested that Kasowitz Benson represent it in this action, consents to said substitution, as reflected in the foregoing stipulation and order, and Seward & Kissel LLP has consented to this substitution, as also reflected in the foregoing stipulation.

3. The current status of the case is as follows: the trial-ready date is February 7, 2012. The initial conference is September 6, 2011.

Dated: New York, New York
September 1, 2011


Trevor J. Welch